

NIXON PEABODY LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
: :
SEARS HOLDING CORPORATION., : Case No. 18-23538 (RDD)
: :
Debtors¹. : **(Joint Administration)**
: :
-----X

MOTION FOR ADMISSION TO PRACTICE, *PRO HAC VICE*

I, Richard C. Pedone, request admission, *pro hac vice*, before the Honorable Robert D. Drain, to represent U.S. Bank National Association, in its capacity as indenture trustee (the “KCD”

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Indenture Trustee”) under that certain Indenture, dated as of May 18, 2006, between KCD IP, LLC, as issuer, and the KCD Indenture Trustee.

I certify that I am a member in good standing of the bar in the Commonwealth of Massachusetts and, if applicable, the bar of the United States District Court for the District of Massachusetts.

I have submitted the filing fee of \$200.00 with this motion for *pro hac vice* admission.

Dated: December 26, 2018

NIXON PEABODY LLP

By: /s/Richard C. Pedone
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	:	Chapter 11
In re:	:	
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SEARS HOLDING CORPORATION.,	:	Case No. 18-23538 (RDD)
	:	
Debtors	:	(Joint Administration)
	:	
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ORDER GRANTING ADMISSION TO PRACTICE, *PRO HAC VICE*

Upon the motion of Richard C. Pedone (the “Movant”), to be admitted, *pro hac vice*, to represent U.S. Bank National Association, in its capacity as indenture trustee (the “KCD Indenture Trustee”) under that certain Indenture, dated as of May 18, 2006, between KCD IP, LLC, as issuer, and the KCD Indenture Trustee, and upon the Movant’s certification that the Movant is a member in good standing of the bar in the Commonwealth of Massachusetts and, if applicable, the bar of the United States District Court for the District of Massachusetts, it is hereby:

ORDERED, that Richard C. Pedone is admitted to practice, *pro hac vice*, in the above-referenced case to represent the KCD Indenture Trustee in the United States Bankruptcy Court for the Southern District of New York, provided that the filing fee has been paid.

Dated: _____
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE